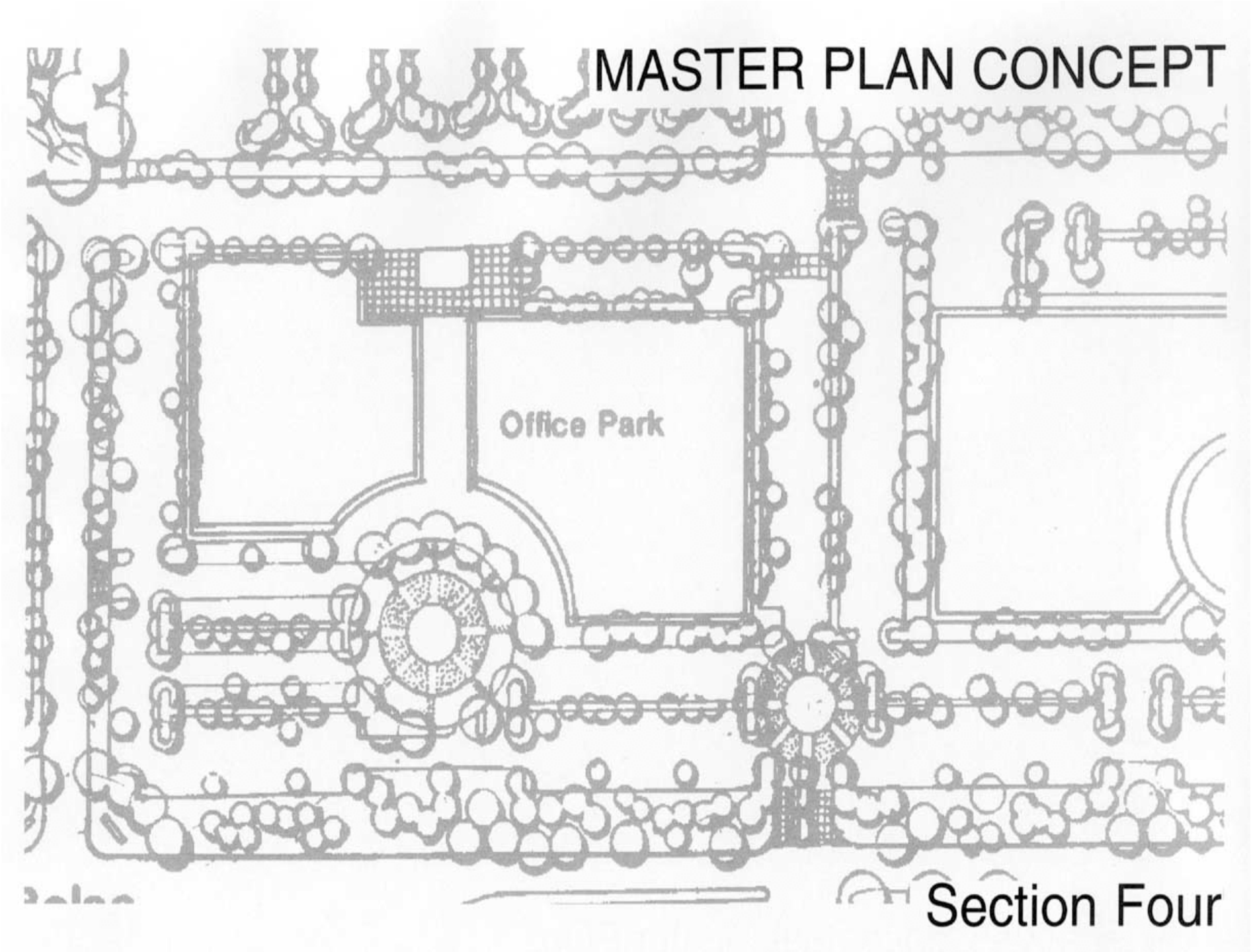
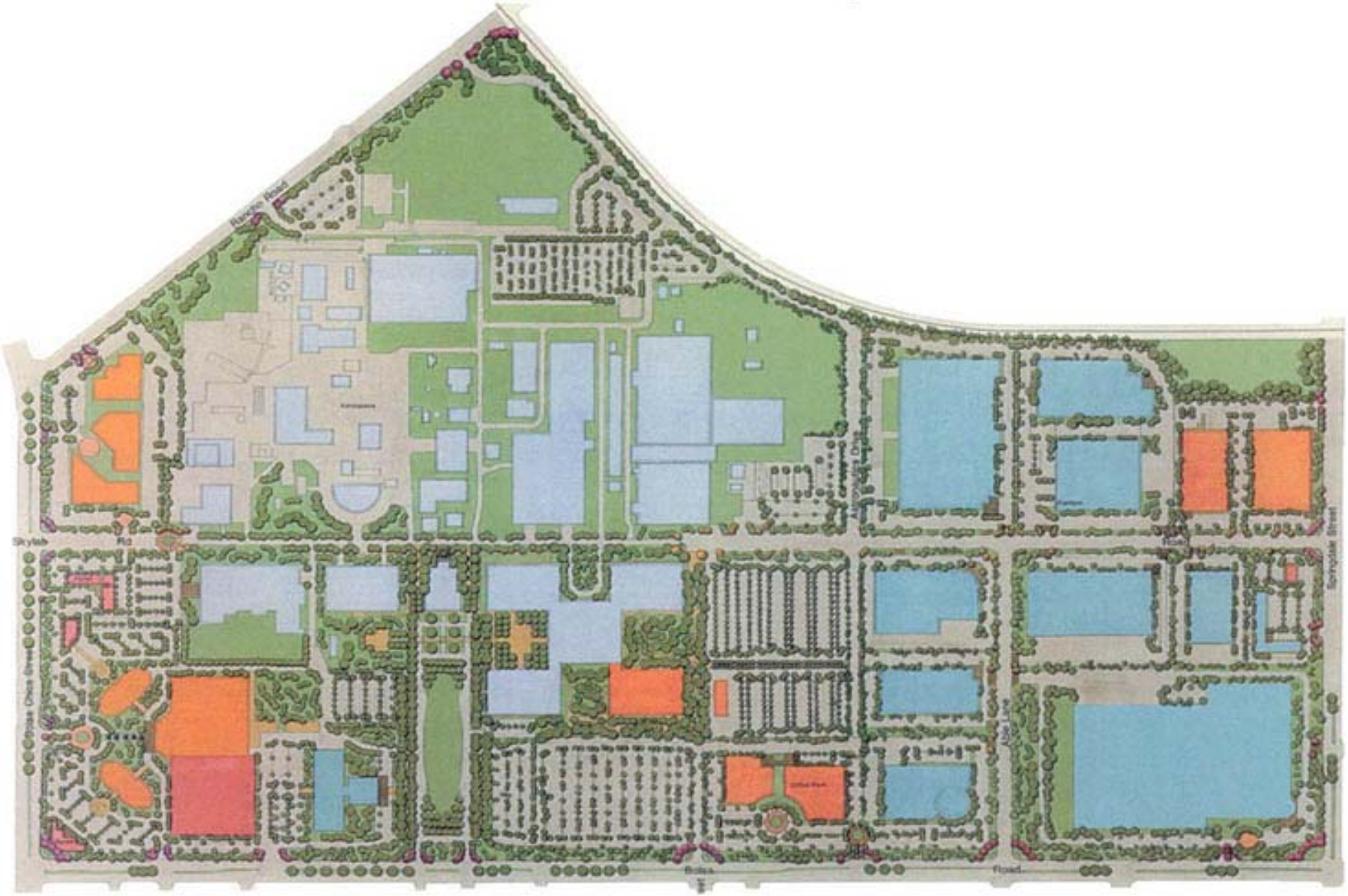

MASTER PLAN CONCEPT
Office Park
Section Four



Illustrative Conceptual Master Plan

North

Exhibit 5

Note: This illustrative shows a hypothetical development scenario on the project site.
Illustrative prepared at the time of Specific Plan adoption in 1997.

MASTER PLAN CONCEPT

4.0 DEVELOPMENT CONCEPT

The McDonnell Centre Business Park Specific Plan development concept provides for a planned Industrial/Business Park complex in the Northwestern portion of the City of Huntington Beach. The Specific Plan establishes the general type, location, parameters and character of all development within the site's boundaries, while allowing for creative design ideas on individual projects consistent with an overall concept.

The McDonnell Centre Business Park will be a large (307 gross acre) master planned industrial facility with office and supporting retail uses. The Specific Plan is designed to allow for development in a manner that is compatible with the surrounding neighborhood and City of Huntington Beach. The area will be incrementally developed in phases over an extended period of time and provide an opportunity for a variety of quality industrial, office and commercial uses, consistent with the City's General Plan.

The McDonnell Centre Business Park Specific Plan provides the framework and guidelines necessary to create a unique, high quality, industrial, research and development business park complex. The site's natural features and proximity to regional transportation systems make the area ideal for a variety of compatible business land uses and activities. The development concept is designed in concert with the area's history of industrial activities and the community's need for a strong self- sufficient economy.

The McDonnell Centre Business Park provides for a range of employment opportunities in the professional, retail, service and industrial fields; and will widen the employment base of the community. The Specific Plan establishes a clear development concept to assure the facilitation of a cohesive complex. Design measures encompassing site planning, area landscaping, building architecture, streetscapes, pedestrian linkages, setbacks and signage have been established. Concern and adherence to these details will combine to create a unique and integrated business park development.

A conceptual illustrative site plan (Exhibit 5) has been prepared showing a hypothetical scenario utilizing the various guidelines described in the Specific Plan. The plan provides a potential layout identifying building orientation and placement, parking design and access, roadway configuration, entryways and landscaping.

The plan is not intended to reflect an ultimate build-out situation; a large variety of development patterns and activities may evolve consistent with the Specific Plan policies, guidelines and regulations.

The Specific Plan recognizes that development will occur over a long period of time and, therefore, must anticipate future concerns for the area. In order to address this concern, flexibility has been incorporated into the Specific Plan Development Regulations (Section Six). This flexibility in development guidelines is intended to accommodate future market trends

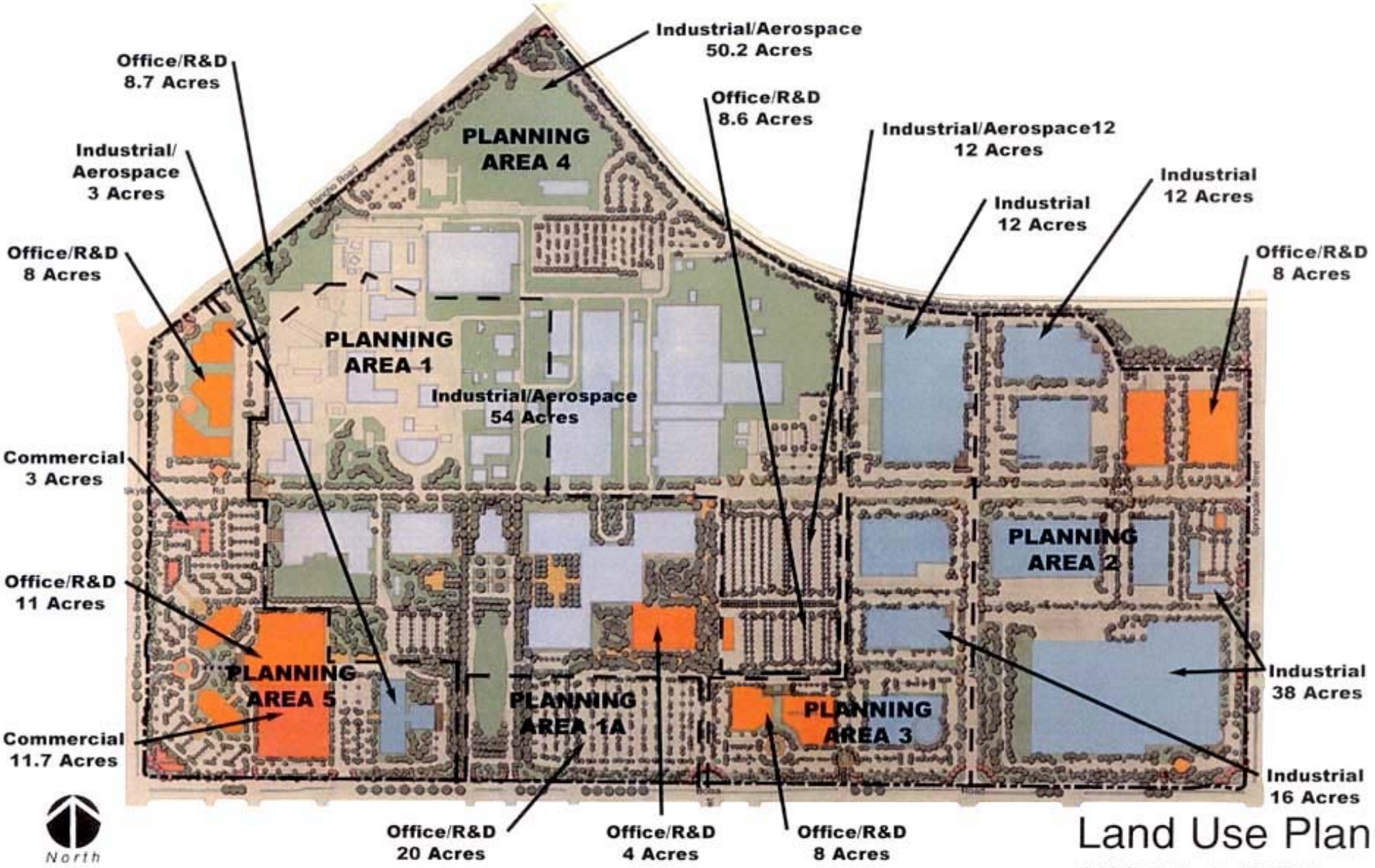
and tenant needs, without sacrificing the intended high-quality character of the project area.

The objective of the Specific Plan is to implement the goals and policies of the Huntington Beach General Plan by defining the physical development of the McDonnell Centre Business Park site. Included in this approach are the establishment of land use, circulation, infrastructure, landscape and architectural design characteristics for the project area. The Specific Plan consists of six major components which will guide the development process: the Land Use Plan, Circulation Plan, Public Facilities Plan, Landscape Concept, Design Guidelines, and detailed Development Regulations.

The Land Use Plan addresses the need for flexibility by allowing for a variety of activities within each Planning Area. This approach will enable the existing McDonnell Douglas Aerospace Facility to expand into the undeveloped portions of adjacent Planning Areas or allow for compatible new private development.

The Specific Plan recognizes that the major portion of the project area has been developed around the existing aerospace facility operations. The Specific Plan anticipates a continuation and possible expansion of the aerospace facility. Any modifications and or expansion of the existing aerospace facility shall continue to be regulated by the provisions of the Limited Industrial ("IL") provisions of the Huntington Beach Zoning and Subdivision Ordinance. Any reuse, subdivision and subsequent new non aerospace development shall be subject to the provisions of the Specific Plan.

The Specific Plan identifies and requires sufficient infrastructure and public facilities to adequately and efficiently support any and all anticipated land uses and activities. These improvements will be phased to coincide with or precede individual development projects. This upfront effort will allow future development projects to obtain City approval in an expedited manner, providing the individual projects are consistent with the Specific Plan and the Environmental Impact Report. The McDonnell Centre Business Park Specific Plan identifies effective land planning and design regulations techniques in a format which can take advantage of the best ideas of tomorrow.



Land Use Plan

Exhibit 6 - Revised 12/2001

Note: This illustrative shows a hypothetical development scenario on the project site. Illustrative was prepared at the time of Specific Plan adoption in 1997; only Planning Area boundaries/acreages have been revised 12/2001.

	Plan Area	Industrial Uses				Office Uses		Commercial Uses			TOTALS[1]
		Aerospace	Manufacturing	Warehousing	Light Industrial	Research Development	Office Park	Retail	Restaurant	Hotel	
Existing Development	1	1,734,180									1,734,180
	1A										0
	2		181,924	766,866			123,305				1,072,095
	3		89,628	415,553			133,591				638,772
	4	1,040,710[2]									0
	5						235,831			43,396	279,227
Subtotal		1,734,180	271,552	1,182,419	0	0	492,727	0	0	43,396	3,724,274
Entitled Projects	1										0
	1A										0
	2										0
	3										0
	4										0
	5						345,551	9,600	14,000	0	396,151
Subtotal		0	0	0	0	0	345,551	9,600	14,000	0	396,151
Future Development	1	30,000									30,000
	1A					283,140	283,140				566,280
	2			142,529	285,059		142,529				570,117
	3			95,133	190,266		95,133				380,532
	4			562,740	1,125,483		562,740				2,250,963
	5				79,209	86,302	107,976	120,587		76,604	470,678
Subtotal		30,000	0	800,402	1,680,017	369,442	1,191,518	120,587	0	76,604	4,268,570
Total Anticipated Development	1	1,764,180									30,000
	1A					283,140	283,140				566,280
	2		181,924	909,395	285,059		265,834				570,117
	3		89,628	510,686	190,266		228,724				380,532
	4			562,740	1,125,483		562,740				2,250,963
	5				79,209	86,302	689,358	130,187	14,000	76,604	470,678
Subtotal		1,764,180	271,552	800,402	1,680,017	369,442	2,029,796	130,187	14,000	76,604	4,268,570

Notes:
1. Activity square footage may vary and may transfer between Planning Areas provided the use intensity is consistent with the E.I.R. “Trip Generation Budget” and allowed within the Planning Areas.
2. A total of 1,040,710 square feet of Aerospace facility buildings is anticipated to be demolished and thus is not included in the Total Development figures. Should only a part of this square footage be demolished due to evolving facility operations then the total figure of Future Development would be reduced accordingly.

Exhibit 7 – Revised 12/2/2001

4.1 LAND USE PLAN

The McDonnell Centre Business Park Specific Plan divides the project site into six Planning Areas (1, 1A, 2, 3, 4 & 5). The purpose of identifying separate Planning Areas is to create a distinct cluster of activities and allow for individual project development to occur in a timely manner, within an overall Master Plan Concept. This approach recognizes development phasing patterns, market conditions and establishes sufficient flexibility to provide for the opportunity of a variety of activities within each Planning Area.

AREA 1

Planning Area 1 is the core of the project area and includes a portion of the existing McDonnell Douglas Aerospace Facility. The current facility (2/2002) is composed of 1,734,180 square feet of building area on 54 net acres of land. It is anticipated that the aerospace facility will continue to modernize and expand in the coming years. Anticipated short-term improvements at the time of Specific Plan adoption in 1997 included outside storage facilities and additions to some of the existing buildings. Future projects may include aerospace related manufacturing activities, such as tank fabrication and assembly, heavy welding, insulation and thermal protections, though additional office uses can also be accommodated.

Additional new industrial development and new activities or reuse plan or restructuring of the existing aerospace operations and facility can be accommodated by the regulations of the Specific Plan. This area can accommodate an additional 30,000 square feet of new development, for a total development of 1,764,180 square feet.

AREA 1A

Planning Area 1A is the entrance to the Aerospace Facility and provides the primary parking facilities along Bolsa Avenue. The area consist of 20 net acres and is anticipated to be developed as additional McDonnell Douglas research and development operations. Area 1A may also provide new opportunities for private office development, research and development facilities and/or commercial retail activities. This area can accommodate a total development of 566,280 square feet.

AREA 2

Planning Area 2 includes the area along Springdale Street and Bolsa Avenue, westerly to Able Lane; and comprises 58 net acres of land. This Planning Area provides opportunities for industrial related development projects. Sharp Electronics has constructed a 540,000 square foot facility on a 23 acre site, and Cambro Manufacturing completed a 160,000 square foot building on a 12 acre site.

The remaining acreage in the Planning Area has been developed with research and development facilities, light industrial, warehouse and distribution uses as well as some office and commercial uses and the Springdale Water Reservoir. Later phases of development will add 570,117 square feet of development. This area accommodates a total development of approximately 1,642,212 square feet.

LAND USE SUMMARY

Planning Area	Industrial Use		Office Use		Commercial Use		TOTAL	
	(sq. ft.)	(ac)	(sq. ft.)	(ac)	(sq. ft.)	(ac)	(sq. ft.)	(ac)
1	1,764,180	54	0	0	----	----	1,764,180	54
1A			566,280	20	----	----	566,280	20
2	1,525,894	50	116,318	8	0	0	1,642,212	58
3	926,446	28	92,858	8	----	----	1,019,304	36
4	1,688,223	62.2	562,740	17.3	----	----	2,250,963	79.5
5	79,209	3	775,660	19	264,187	14.7	1,119,056	36.7
TOTAL	5,983,952	198.2	2,113,856	71.3	264,187	14.7	8,361,995	284.2*

Note: * indicates net acres. There are 307 gross acres. 22.8 acres in right-of-way

Exhibit 8 - Revised 12/2001

AREA 3

Planning Area 3, west of Area 2, includes the Bolsa Avenue frontage west of Able Lane to an extension of Graham Street. The area consists of 36 net acres. The area is intended to accommodate research and design facilities along with light industrial, manufacturing and distribution uses. Office use and limited commercial retail activities may occur along the Bolsa Avenue frontage. Anticipated development patterns in Area 2 and 3 will be very similar and compatible. Currently Planning Area 3 contains the following facilities, totaling 638,772 square feet: DIX Metals, Airtec, Konica, and C&D Aerospace. At ultimate buildout this area can accommodate a total development of 1,019,304 square feet.

AREA 4

Planning Area 4 is a section of land spanning from the northern perimeter of the project area to PA3 to the east and PA1 to the south and west. The area consists of 29.5 net acres of vacant land, and includes a portion of the existing Aerospace Facility, the Edison Substation and a City waterwell. Planning Area 4 is intended to be developed with all or a portion of the Planning Area being separated from the aerospace facility and developed as new research and development facilities, office development, manufacturing, warehousing and/or distribution uses. This area can accommodate a total development of 2,250,963 square feet.

AREA 5

Planning Area 5 is the western boundary of the project area, with a significant amount of frontage on the arterial highways. The area consists of 36.7 net acres and is partially developed with office, research and development facilities and surface parking lots. Phase one, of a two phase office development has been completed and consists of an eight story, 235,831 square foot office building with adjacent parking (constructed in 1989); phase two proposes construction of a twelve story, 345,551 square foot office building, with an adjacent 14,000 square foot restaurant and 9,600 square feet of support commercial services.

Future activities for the area will depend on market conditions and may include: office, light industrial, research and development, and retail commercial uses including hotels and restaurants. These development activities may be either an expansion of the aerospace facility or independent new projects. This area can accommodate a total development of 1,119,056 square feet.

4.1.0 POLICIES:

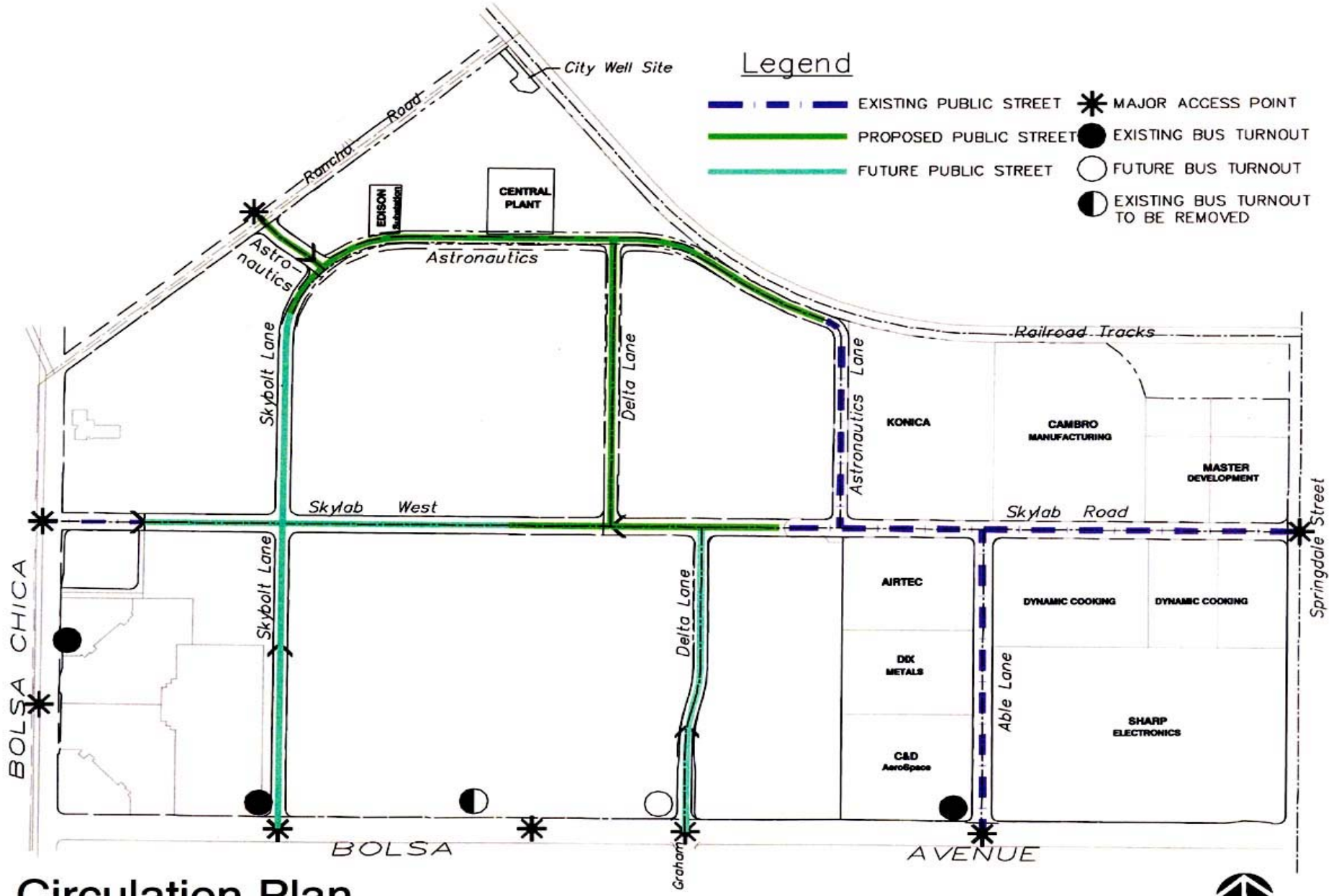
4.1.1 The existing McDonnell Douglas Aerospace Facility may expand from Planning Area 1 into Planning Areas 1A, 3, 4, and 5; concurrent with a Site Plan Review and Parcel Map application.

4.1.2 Industrial related uses, particularly light manufacturing, assembly and research and development, shall be the primary intended activity within the project area and shall be permitted in all Planning Areas.

4.1.3 Commercial retail uses shall be limited to activities which cater to industrial uses (i.e. restaurants, hotels, etc.) and shall be permitted only in Planning Areas 1A, 2, 3, and 5.

4.1.4 Industrial related office uses shall be allowed in all Planning Areas with greater concentration anticipated in Planning Areas 1A, 3, and 5.

4.1.5 Development adjacent to residential uses must be sensitive to the concerns of the residents.



Circulation Plan

Exhibit 9 - Revised 1/2002

Note: The portion of Astronautics Lane shown as an existing public street has not yet been accepted by the City at the time of the 12/2001 Amendment.

4.2 CIRCULATION PLAN

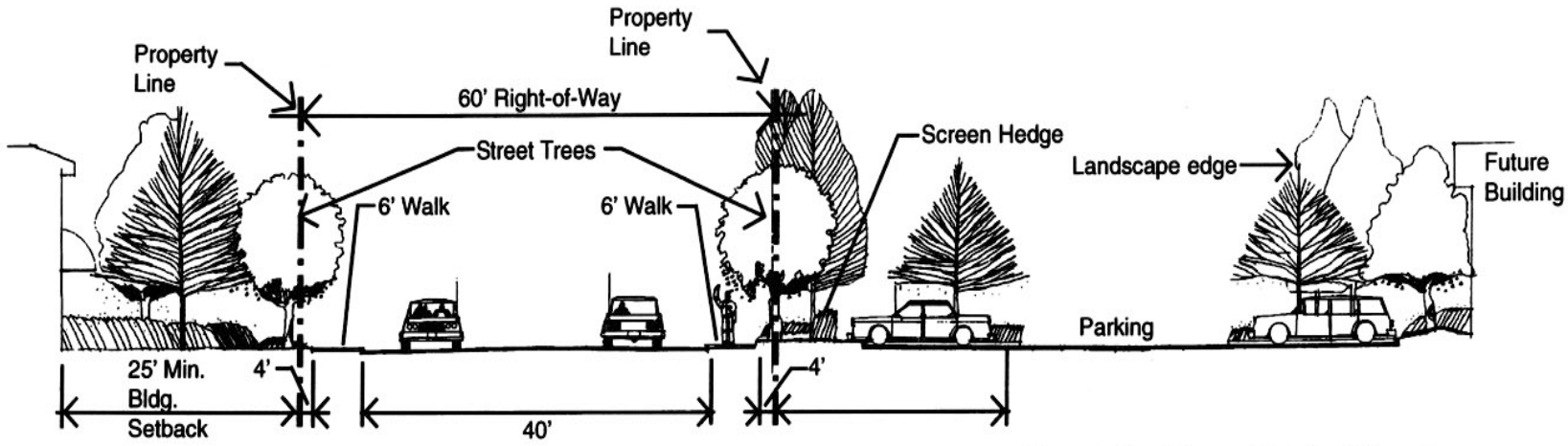
The Circulation Plan illustrates the general alignments, classifications, location and design of cross-sections for public and private streets within the area of the Specific Plan. The Circulation Plan is consistent with the Huntington Beach General Plan's Circulation Element.

Access to the City of Huntington Beach and the McDonnell Centre Business Park is provided by two regional highways; Interstate 405 and State Route 22 (San Diego and Garden Grove Freeways). The City's General Plan designates the intersection of Bolsa Chica Street and Rancho Road as a primary entry node to the City. Access to the project site is provided by a system of arterial highways including:

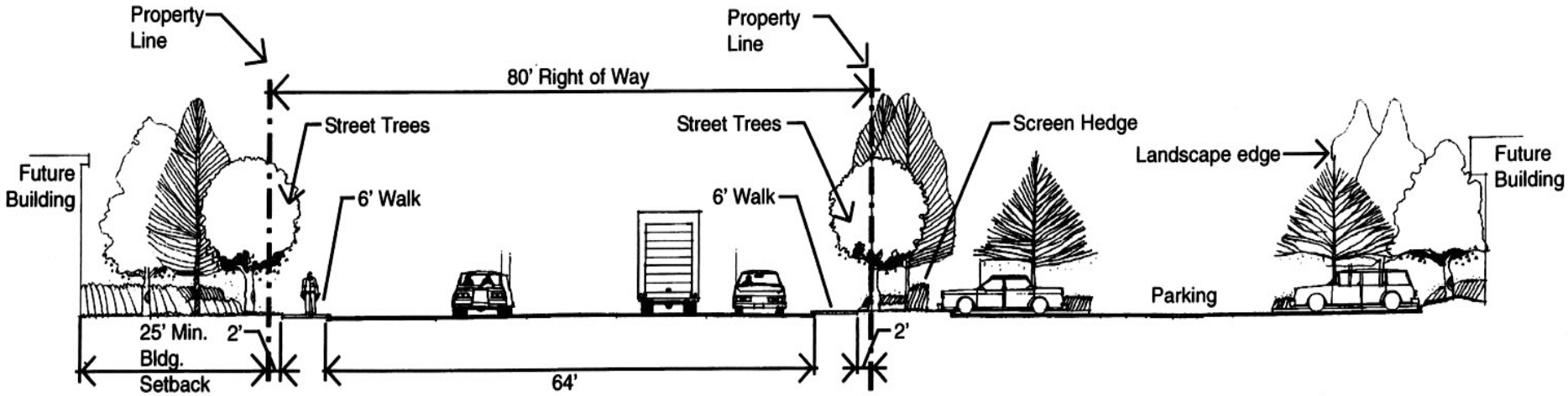
- Bolsa Chica Street, a north-south major arterial highway (120 foot right-of-way); designated as a truck route and a primary path/image corridor.
- Springdale Street, a north-south primary arterial highway (100 foot right-of-way); designated as a truck route and a secondary path/image corridor.
- Bolsa Avenue, an east-west major arterial highway (120 foot right-of-way); designated as a truck route, and a primary path/image corridor and landscape corridor.
- Graham Street, a north-south secondary arterial highway (80 foot right-of-way); designated as a truck route.
- Rancho Road, a north-south secondary arterial highway (80 foot right-of-way).

Internal circulation is currently provided by a network of public and private streets serving as access to individual parcels within the project area. Circulation is further enhanced by a number of entry drives and public transportation facilities. The interior streets within the specific Plan are proposed to be: Able Lane, Astronautics Lane, Delta Lane, Skybolt Lane, Skylab Road, and Skylab West. Able Lane, Skylab Road and Skylab West as well as the extension of Astronautics to Rancho Road, are designed for eighty (80) foot right-of- ways; all other interior streets are designed with sixty (60) foot right-of-ways. Delta Lane, however, will have a 75' right-of-way at its intersection with Bolsa Avenue and taper down to a 60' right-of-way width, and at the north end it shall accommodate turning trucks. The intersection of Skylab Road and Astronautics Lane is all- way stop controlled. All other streets stop at their respective intersection with Skylab Road or Astronautics Lane. There are currently signalized intersections at Graham Street; and Bolsa Avenue, Able Lane and Bolsa Avenue, Skylab Road and Springdale Street; and Skybolt Lane and Bolsa Avenue. The intersection of Rancho Road and Astronautics will potentially be signalized upon buildout of the parcels. In addition a limited number of private driveways provide access to individual parcels from the surrounding arterial highways.

The Circulation Plan is designed to accommodate a number of different development scenarios. The overall circulation concept relies on a hierarchy of circulation features ranging from major arterials to local streets. The system is designed to accommodate traffic to the project area and around the area while discouraging through traffic intrusion into individual Planning Areas.



Street Section - Public Street
60' Right of Way



Street Section - Public Street
80' Right of Way

Street Cross Sections

Exhibit 10 - Revised 12/2001

The Circulation Plan provides for a phasing of street improvements to correspond to the phased development in each Planning Area. All streets shown on the Circulation Plan are public streets unless otherwise indicated.

New development in Planning Area 4, other than an expansion of the aerospace facility, is expected to trigger the need to fully improve Astronautics Lane. New development in other Planning Areas, including expansion of the aerospace facility, may also bring about the need to extend the on-site public street system in order to facilitate the creation of additional parcels. This concept is reflected in the Circulation Plan. The majority of additional public streets would be designed similar to the other on-site streets with one travel lane in each direction and sixty (60) feet of right-of-way.

Skylab West will remain a private access street, to serve the Aerospace facility. The need to extend Skylab Road as a public street through the entire project area would only occur if a major reconfiguration of the present aerospace facility is proposed.

At ultimate project development it is anticipated that street improvements would also include new public roadways: Delta Lane, Skybolt Lane, the continuation of Skylab Road (Skylab West) and a connection to Rancho Road from Astronautics. Delta Lane would extend from the intersection of Bolsa Avenue and Graham, and have a right-of-way of 75 feet which would taper after approximately 200' to a right-of-way width of 60' and at the north end it shall accommodate turning trucks. Delta Lane would then continue, doglegging across Skylab Road until its intersection with Astronautics. Skybolt Lane is planned to have a 60' right-of-way and run north south from Bolsa Avenue, parallel to Bolsa Chica, until its merge with Astronautics to the north. Skylab West will be the continuation of Skylab Road providing an 80' right-of-way until its intersection with Bolsa Chica.

In order to efficiently facilitate new development parcels, the primary access will be from interior streets. Direct access from adjacent arterials will be subject to review and approval of the Director of Public Works. Primary access locations into the project area have been located and designed to provide full turning movements (Exhibit 9). The locations relate to planned or existing driveways and median designs, and are anticipated to adequately serve the projected traffic volumes for the project area. Specific future development proposals may require modifications to these anticipated access locations.

The circulation system shall be master planned to accommodate the buildout of the Specific Plan area. Initial street construction and future phased reconstruction shall be completed in advance of occupancy of new facility phased construction. The Directors of Planning and Public Works shall approve phasing plans for street improvement construction, consistent with development construction phasing and implemented through the Parcel Map process.

Alternative forms of transportation should also receive careful consideration. The current OCTA bus route passes the project area on Bolsa Avenue. The project Circulation Plan identifies existing and proposed bus turnout locations along Bolsa Chica Street and Bolsa Avenue. As a supplement to vehicular access to the project area, potential future access may be available

from the rail line on the northern boundary of the site. The Circulation Plan preserves access to this line for future options.

In addition, the Master Plan Concept encourages the preservation and expansion of the pedestrian walkway system. As a means of achieving a strong landscape image, pedestrian walkways are required and shall be provided in the street right-of-way adjacent to new development projects.

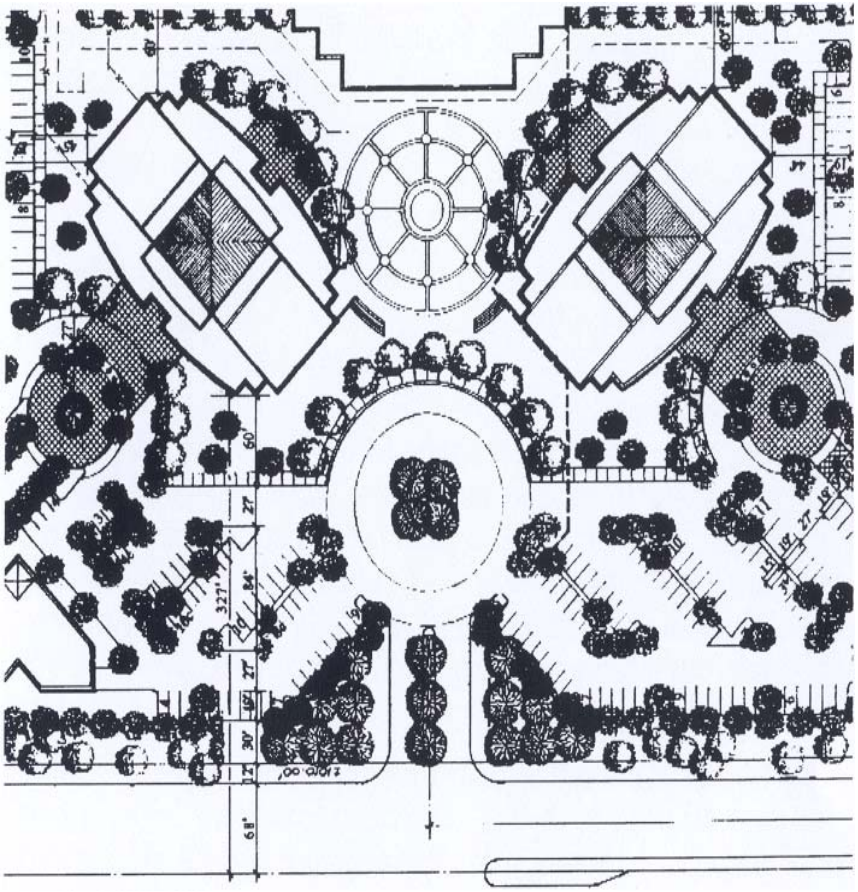
4.2.0 POLICIES:

4.2.1 **Skylab Road** shall be designed as a major east/west street. Skylab Road shall be improved and dedicated as a public street with an eighty (80) foot right-of-way; from Springdale Street west to the eastern entry of the aerospace facility. With ultimate expansion of the site Skylab West would continue to Bolsa Chica.

4.2.2 **Able Lane** shall be designed as the major north/south street. Able Lane shall be improved and dedicated as a public street with an eighty (80) foot right-of-way from Skylab Road to Bolsa Avenue.

4.2.3 **Skylab Road and Able Lane** right-of-ways shall include a sixty-four (64) foot curb to curb (allowing for two travel lanes in each direction and left turn lanes) with sufficient area for a six (6) foot sidewalk and two (2) foot landscape area on both sides of the street.

4.2.4 **Astronautics Lane** shall be designed to accommodate a public right-of-way of sixty (60) feet, between its intersection with Skybolt Lane and its southern terminus.



Private Drive Entry
Exhibit 11

Astronautics Lane shall be designed as a public street with a right-of-way of 80', accommodating two travel lanes in each direction and an 8' parkway on each side of the street, from its intersection with Skybolt Lane to its terminus at Rancho Road.

4.2.5 **Skybolt Lane** shall be designed as a north-south street to accommodate a public right-of-way of 60' from Bolsa Avenue to Astronautics Lane.

4.2.6 **Delta Lane** shall be designed as a north-south street to accommodate a public right-of-way of 75' at its intersection with Bolsa Avenue and tapering after approximately 200' to a right-of-way of 60' and at the north end it shall accommodate turning trucks.

4.2.7 **Primary access to the project area** shall be from the existing signalized intersections of Skylab Road and Springdale Street, Able Lane and Bolsa Avenue, Graham Street and Bolsa Avenue, and Skybolt Lane and Bolsa Avenue. Other access locations into the project area shall occur only where traffic patterns and median openings allow, subject to review and approval of the Director of Public Works and Fire Chief.

4.2.8 **Direct access to individual projects** from the arterial highways adjacent to the project area shall be limited and allowed only when the project, size, location or type of use, warrants such access, subject to review and approval of the Director of Public Works and Fire Chief (Exhibit 11).

4.2.9 **Deceleration and acceleration lanes** for individual developments may be required, depending on the location of the proposed access point. Right turn in and right turn out accesses to the arterial highways shall be considered on an individual project basis, subject to the review and approval of the Director of Public Works.

4.2.10 **Shared access** facilities and reciprocal vehicular access to and between individual projects may be requested and/or required by the Director for adjacent uses and parcels.

4.2.11 **Alternative transportation** forms of including OCTA Bus System and future rail access, shall be investigated with each development project.

4.2.12 **Pedestrian sidewalks** shall be incorporated into each development project as a component of an individual projects landscape plan. Sidewalks shall be installed on both sides of the street adjacent to new development throughout the project area.

4.2.13 **Public landscape areas** within the right-of-ways will require a separate Parkway Landscape Agreement from the adjacent property owner, for continued maintenance of the area.

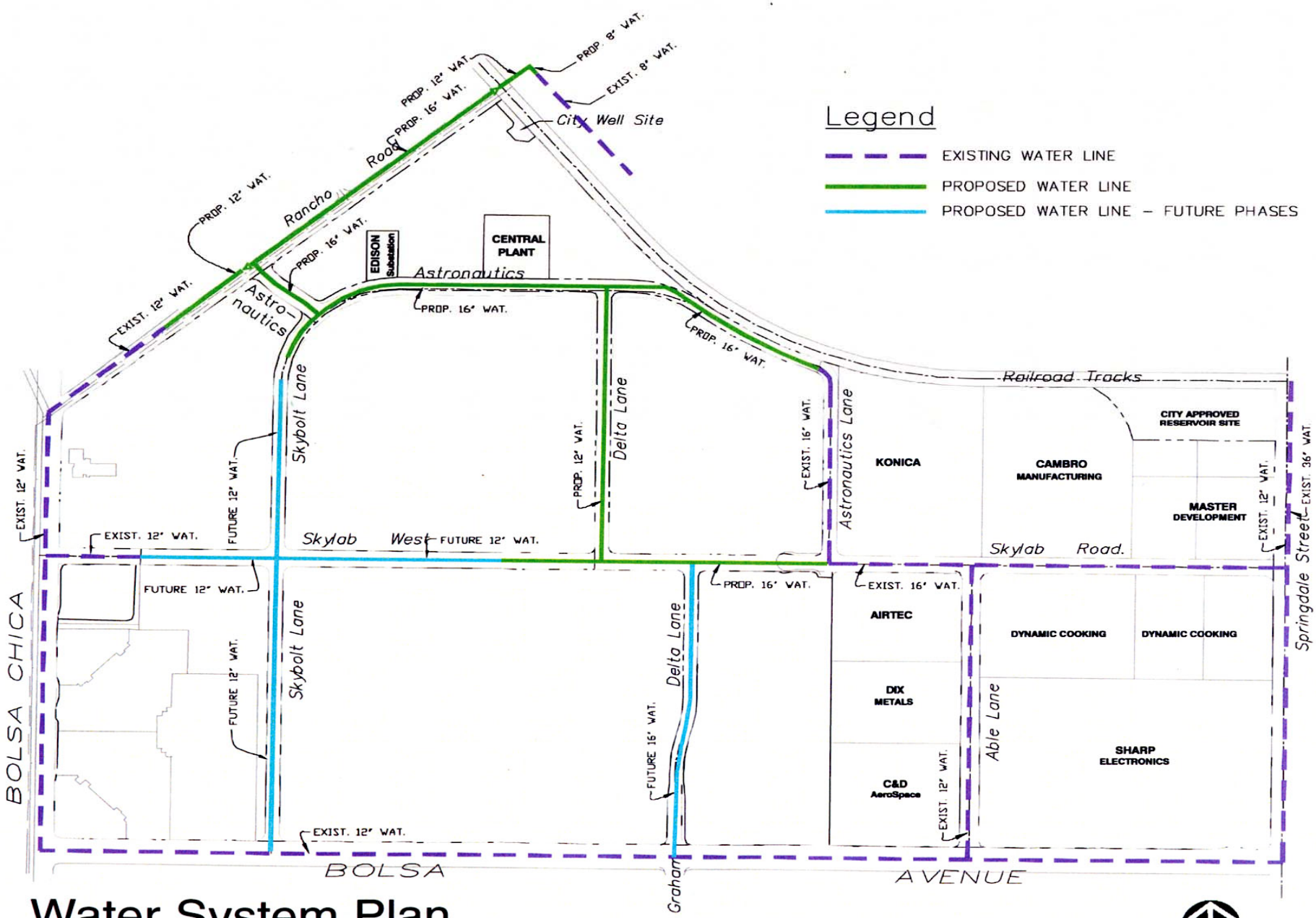
4.2.14 **Public and private streets** shall be developed to local street standards as shown in the Standard Plans of the City's Public Works Department.

4.2.15 **On-street parking** shall not be permitted anywhere in the project area on public streets.

4.2.16 **Additional traffic impact analysis** may be required, due to unanticipated project developments subject to review and approval by the Directors of Planning and Public Works.

4.2.17 **The "Trip Generation Budget"** identified in the E.I.R. and accompanying Addendum document, shall be reviewed with each individual project request. Additional periodic reviews, by the Director of Public Works, will also be necessary for overall compliance with the E.I.R.

4.2.18 **Circulation system improvements** shall be master planned to accommodate ultimate buildout of the Specific Plan. On-site and off-site circulation



Water System Plan

Exhibit 12 - Revised 2/2002

Note: The size shown on the exhibit for the future pipelines are estimates. A hydraulic analyses shall be performed to ensure the proper sizing of the pipelines to meet the demand of the ultimate development.

improvements shall be completed prior to occupancy of any adjacent new development.

4.3 PUBLIC FACILITIES PLANS

The Public Facilities Plans identify existing and proposed infrastructure, storm drain, sewer and water facility improvements to serve development within the Specific Plan area. A specific analysis of infrastructure requirements and detailed design, construction and phasing plans can be found in the Infrastructure Master Plan Technical Appendix to the E.I.R. and bound under a separate cover.

4.3.0 POLICY:

Developers within the Specific Plan area will be responsible for the construction of public facilities improvements concurrent with individual project development, subject to review and approval of the Director of Public Works.

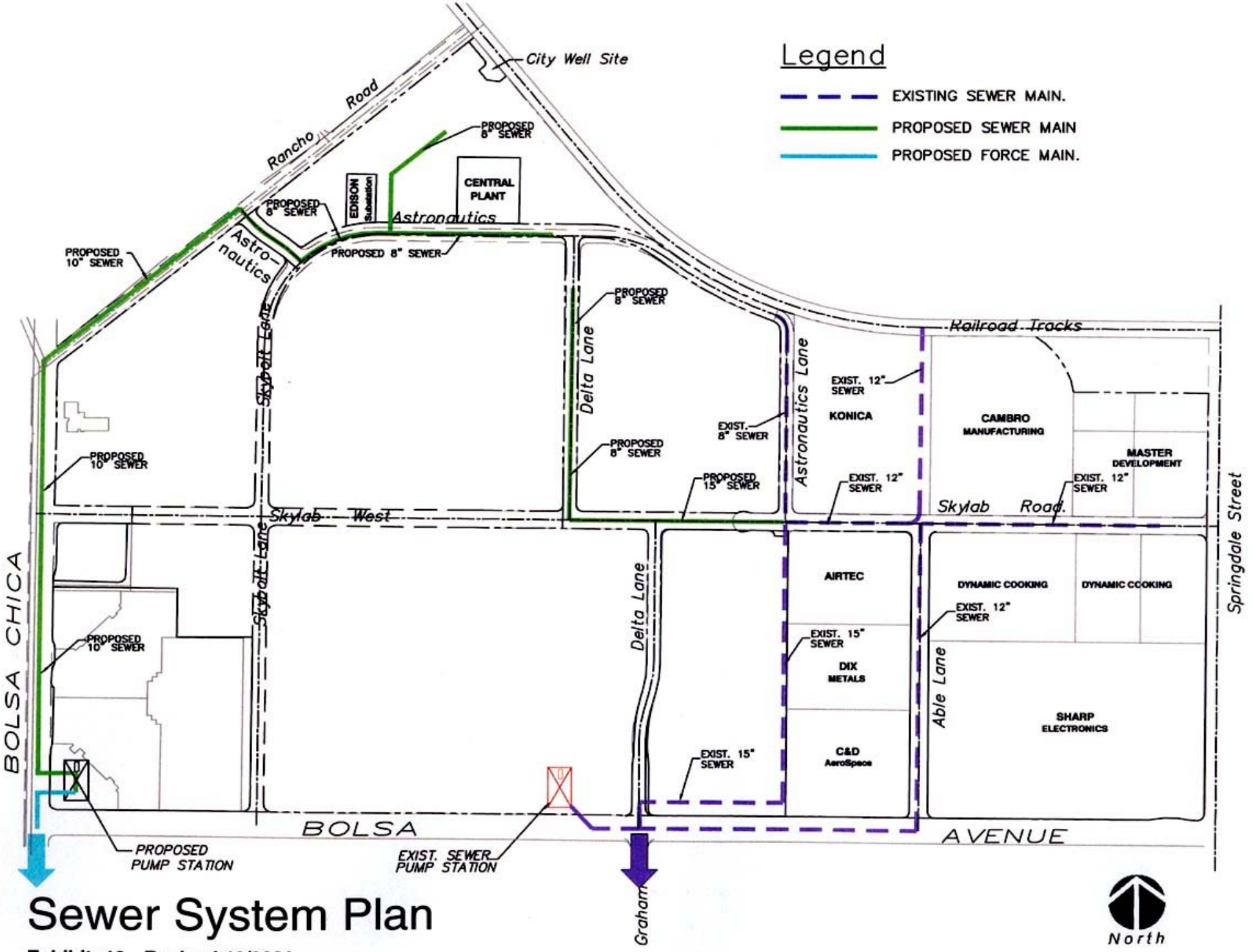
4.3.1 Water System Plan

Domestic water for the property will be provided by the Public Works Water Division of the City of Huntington Beach. The Water Division provides water to all of the customers within the City of Huntington Beach.

The Water Division has use of both underground and imported water sources to service the area. The underground supply comes from nine existing wells, and imported water delivered to the City of Huntington Beach by the Metropolitan Water District (MWD) at three locations. The Specific Plan area is part of the City's Master Plan for Water Service and the ultimate development anticipated will be adequately served by the City's systems.

MWD is the major wholesale water purveyor to the City of Huntington Beach which, in turn, is the retail provider to all water users in the City, including the subject property. The existing and proposed water supply systems are shown on the Water System Plan (Exhibit 12). On-site water lines can connect to the external system at more than one location to provide a second point of service (or loop) to each part of the system. All the on-site lines will be sized to deliver fire flow at adequate quantities and pressures and are eight (8) to sixteen (16) inches in diameter.

All water improvements will be designed to the City of Huntington Beach water standards for future City acceptance and maintenance. The existing McDonnell Douglas Aerospace (MDA) water systems facility will be connected, through meters, to the proposed additions to the City's water system, but will remain independent of the City's system. Locations of fire hydrants and apparatuses will be reviewed for each individual development by the Fire Department and Water Division of the City of Huntington Beach to ensure adequate fire flow and pressure.



Sewer System Plan

Exhibit 13 - Revised 12/2001

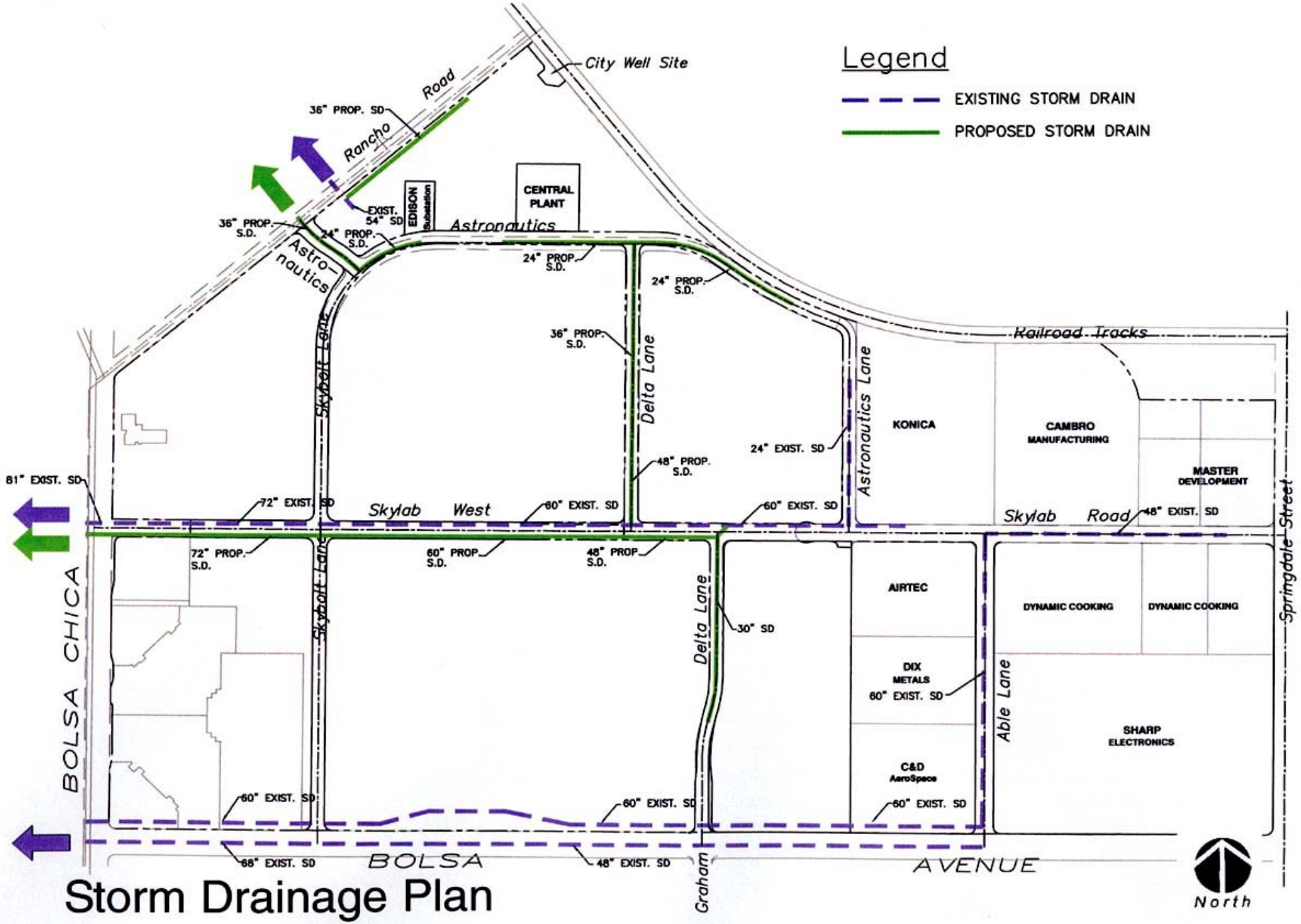
4.3.2 Sewer System Plan

The City of Huntington Beach is responsible for the review and approval of the collection of wastewater within the project area, and the County Sanitation Districts of Orange County (CSDOC) are responsible for the treatment of wastewater. The Sewer System Plan (Exhibit 13) depicts the existing sewer system which serves the project area. The existing system is comprised of several lines, including twelve (12) inch lines in Able Lane; a twelve (12) inch line located in Skylab Road east of Able Lane and a fifteen (15) inch line located in Skylab Road west of Able Lane to Astronautics and continuing southerly along the east side of the parking lot and westerly along the north side of Bolsa (in parking lot) to Bolsa Avenue at Graham. These existing systems connect to the City sewer in Bolsa Avenue.

The City system ultimately is collected by the Sanitation District via their trunk and distribution lines to convey sewage to their plant. District Plant #5 is located in Fountain Valley, and District Plant #2 is easterly of the City approximately twelve miles from the project area. Sewer service for the property is collected at two locations. One is at the intersection of Bolsa Avenue and Graham Road, then via a twenty-four (24) inch line southerly to the Sanitation District trunk line in Edinger Avenue and continuing to the District plant #2. This system also collects the sewerage flows from the residential area northerly of the property. The second collection point is at the intersection of Bolsa Avenue and Bolsa Chica Street then via a twelve (12) inch line southerly to the Sanitation District's trunk line in Edinger Avenue.

The existing McDonnell Douglas Aerospace (MDA) facility private sewer system will not be connected to the proposed peripheral sewer systems, and will remain isolated from this new system, and will remain so as long as the existing aerospace facility remains. The existing MDA sewer system has sufficient capacity as a stand alone system.

Sewer lines within the property will be contained in public or private roads or in easements that will ultimately be dedicated to the City of Huntington Beach. Due to the existing flat, natural grade within the project area, pipe sizes will be in the range of eight (8) inch minimum to fifteen (15) inch maximum with the need to incorporate a lift station and six (6) inch force main at Bolsa Chica/Bolsa Avenue. Also, the sewer system will be designed to the City of Huntington Beach sewer standards for possible future public acceptance and maintenance. The proposed sanitary sewer system is shown on the Sewer System Plan (Exhibit 13).



Storm Drainage Plan

Exhibit 14 - Revised 12/2001

4.3.3 Storm Drainage Plan

The City of Huntington Beach and the Orange County Flood Control District are the agencies responsible for the flood control system in the project vicinity. Regional flood control channels exist along Bolsa Chica Street and Springdale Street. The Bolsa Chica channel, an open channel, is located adjacent to the western boundary of Bolsa Chica Street. The existing storm drain system provides drainage for the site, draining the majority of the site to the west, towards Bolsa Chica channel. A small eastern portion of the site drains to the channel adjacent to the eastern boundary of Springdale Street.

There are three existing storm drain systems surrounding the project area: The area to the east draining southerly into the Orange County Flood Control District. (O.C.F.C.D.) C-4 Westminster Channel; and the area to the south draining westerly into the O.C.F.C.D. C-2 Bolsa Chica Channel; the areas to the west and to the north drain to the O.C.F.C.D. C-2 Bolsa Chica Channel and to the C-3 Anaheim Barber City Channel, respectively. Through the approximate center of the property, drainage is piped westerly to the O.C.F.C.D. C-2 Bolsa Chica Channel. This piped system is at its maximum capacity, serving the existing McDonnell Douglas aerospace facilities.

In the event that the MDA facility would no longer remain, and the area became available for new development, the Master Plan Drainage Study proposes to provide a new piped drainage facility paralleling the existing (or replacing the existing entirely), draining to the C-2 Bolsa Chica Channel. The areas proposed at the project's northerly boundary will drain northerly into the O.C.F.C.D. C-3

Anaheim Barber City Channel. The project's most easterly area and southerly areas are currently tabled to drain into the newly constructed storm drain system adjacent to Bolsa Avenue, as approved by the O.C.F.C.D. and the City of Huntington Beach Master Plan of Drainage programs for these proposed systems. No detention basins, outside of Planning Area 1, will be necessary to serve the existing and proposed ultimate development. Only the peripheral edges, which can be accommodated now by the existing downstream facilities and piped systems in place, are being considered at this time. The residential drainage areas northerly of the project area have their own area drainage facilities, and do not affect the proposed property.

The storm drain systems are considered to be Reinforced Concrete Pipe (RCP) with the minimum pipe size of eighteen (18) inches. The pipe sizes are estimated for planning purposes only and are subject to refinement in the final design of the project. The storm drains lie within existing private streets or within easements to allow for maintenance of the completed system. All drainage is on-site and only the termination of the tributary facilities, as they propose to enter into the O.C.F.C.D. channels, will require any jurisdiction permission for public right-of-way construction. The existing downstream facilities will have negligible flow impacts based upon the proposed ultimate development drainage calculations. The entire drainage system for the project is shown on the Storm Drainage Plan (Exhibit 14). The ultimate location and sizes of the proposed storm drain lines may vary from that shown on the plan.

4.3.4 **Water Quality**

Water quality in California is regulated by the U.S. Environmental Protection Agency's National Pollutant Discharge Elimination System (NPDES), which controls the discharge of pollutants to water bodies from point and non-point sources. A NPDES permit or other E.P.A. review will be required for individual construction projects.

Prior to issuance of any grading permit, the developer shall submit a "Notice of Intent" (NOI), along with the required fee to the State Water Resources Control Board to be covered under the State NPDES General Construction permit and provide the City with a copy of the written reply containing the discharger's identification number. The NPDES permit process does require that a permit application contain a project drainage report, along with the submittal of the Storm Water Pollution Prevention Plan (SWPPP) worksheet. Both the report and the worksheet identify any watercourses affected by construction activity, and a comprehensive listing of drainage Best Management Practice (BMP) mitigations that must be provided.

Through the NPDES Permit process, the City currently requires contributors to non-point runoff pollution to establish Best Management Practices (BMP's) to minimize the potential for pollution. Under this program, the developer is responsible for identification and implementation of a program of BMP's which can include special scheduling of project activities, prohibitions of certain practices, establishment of certain maintenance procedures, and other management practices to prevent or reduce the pollution of downstream waters. Typical elements of such a BMP program would include addressing the use of oil and grease traps, detention basins, vegetation filter strips, and other common techniques in order to preclude discharge of pollutants to local storm drains and channels.

4.3.5 **Utilities**

There are several public utility service providers in the McDonnell Centre Business Park area.

Although adequate facilities exist for the current service needs of the area, additional facilities may be required as additional development occurs.

4.3.6 **Electricity**

Electrical service to the area is provided by the Southern California Edison Company. Existing transmission and distribution lines are adequate to service current and potential future needs. Individual development projects may be required to relocate or underground existing facilities concurrent with other improvements and consistent with the City's Undergrounding Ordinance (17.64). An exception to this provision is the 66Kv line adjacent to Able Lane.

4.3.7 Natural Gas

Natural gas service in the Specific Plan area is provided by the Southern California Gas Company. Adequate facilities exist for current and projected future needs. Developers may be required to relocate existing facilities concurrent with project development.

4.3.8 Telephone

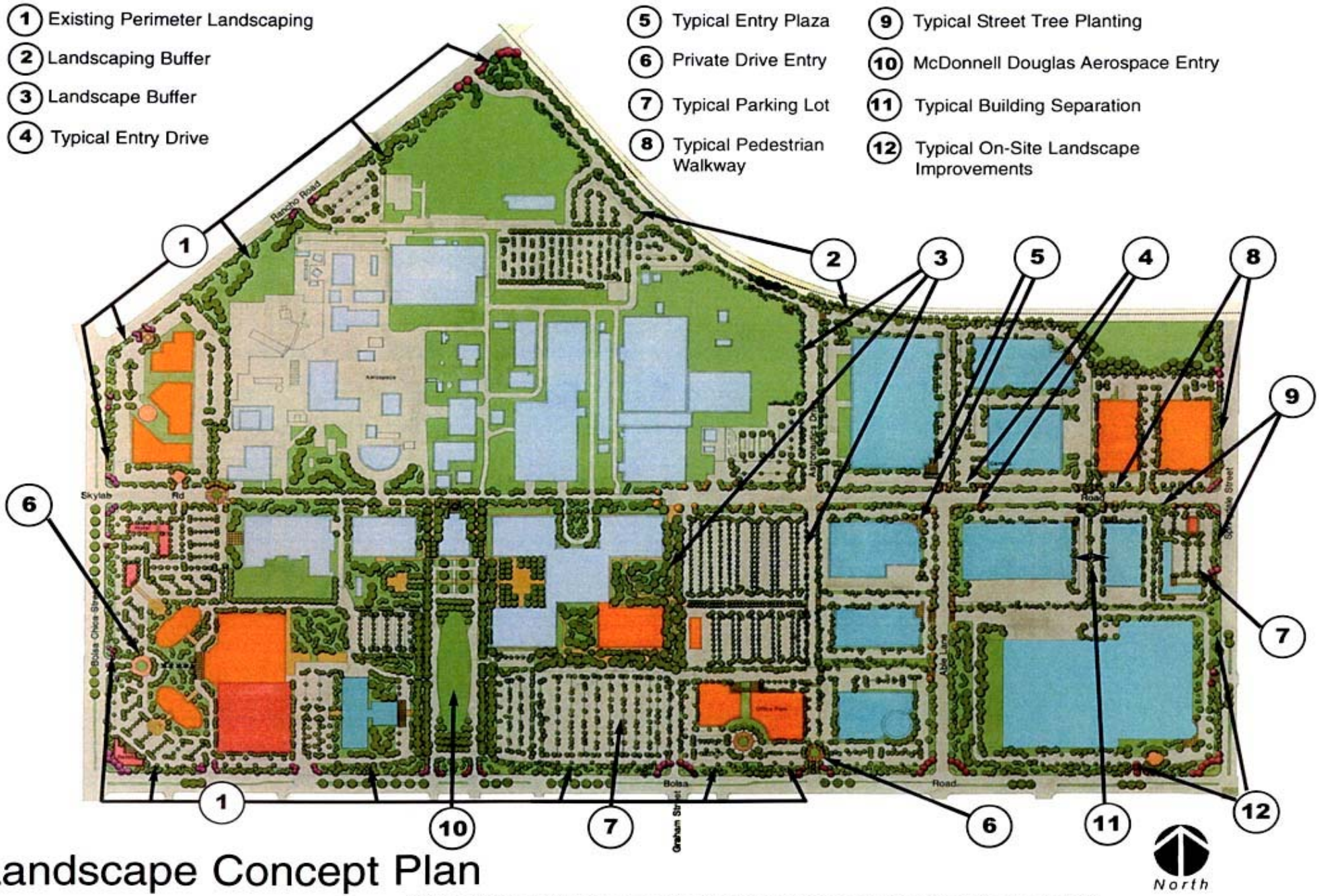
Telephone service in the Specific Plan area is provide by Verizon. Developers should coordinate with Verizon for the relocation of existing facilities and installation of new service.

4.3.9 Cable Television

Cable television service within Huntington Beach is provided by Time Warner Communications. Developers should coordinate with the Cable Company for the installation of new service.

4.3.10 Solid Waste Disposal

Rainbow Disposal Company currently provides solid waste disposal services for the area. Based on service projections and anticipated demand increase, an adequate level of service will be maintained. No solid waste disposal facilities are planned to be located in the Specific Plan area.



Landscape Concept Plan

Exhibit 15 - Revised 12/2001

Note: This illustrative shows a hypothetical development scenario on the project site. Illustrative prepared at the time of Specific Plan adoption in 1997.

4.4 LANDSCAPE CONCEPT

The Landscape Concept for the McDonnell Centre Business Park is an integral component of the overall project design. The Landscape Concept is intended to establish the design character and visual qualities of the interior and perimeter of the project area. The overall landscape theme is composed of several design elements, including: the public arterials, local and private streets, entryways, access drives, parkway areas, transitional edges and security fencing and walls which create a cohesive project area image.

To establish a consistent planting streetscape, all streets shall be established with identifiable landscape materials, drawn from the Plant Palette. The Plant Materials Palette (Exhibit 38) includes turf, shrubs, ground cover and trees which are compatible with the City's overall landscaping requirements and consistent with the existing adjacent streetscape.

The landscape plan for each parcel shall be designed to reflect the overall Landscape Concept. Individual project landscaping shall be designed to conform with the Specific Plan's Landscape Guidelines (Section 5.3). Planning and installation of each project's landscaping shall be subject to review and approval by the Director of Public Works. Off-site improvements for each development shall include a landscape area with a six (6) foot sidewalk. Pedestrian walkways shall be required on both sides of all public and private streets as a necessary unifying component to the landscape theme.

Entryways to the project area and individual developments must be carefully designed. Each private drive way shall be consistent with one another in size, appearance, and signage. Major entryway locations into the project area will allow for the business park entry monument signs within the perimeter landscaping.

Project area walls screening and fencing along the perimeter arterials shall be compatible for each project and provide project identity, privacy and noise control. Individual wall treatments shall reflect the architectural character of the adjacent main buildings and be compatible with other buildings throughout the project area. Walls along individual property lines shall be designed to provide security and privacy while providing visual compatibility; see-through wrought iron fencing may be effectively incorporated as a security element.

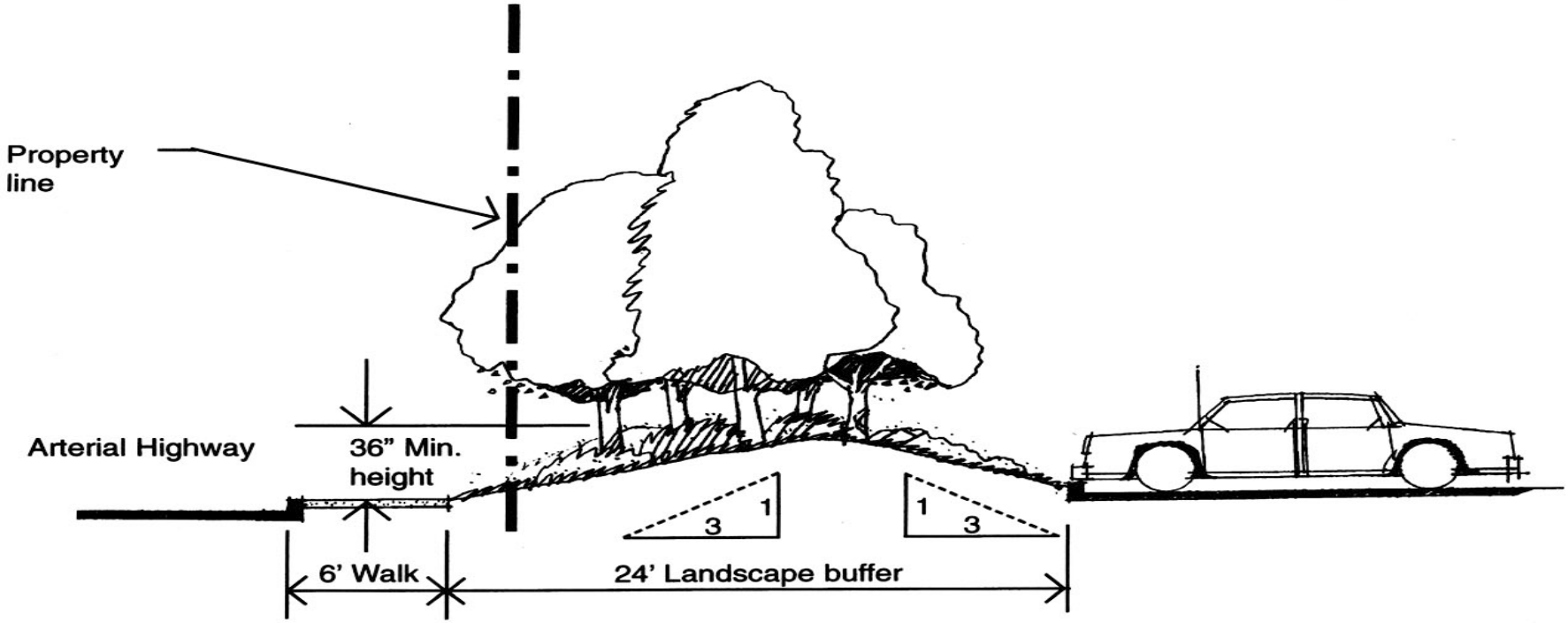
The Landscape Concept establishes the primary unifying design element for the project area. The streetscape design is intended to preserve and enhance the existing layout and variety of landscape patterns. This includes the incorporation of landscaped areas adjacent to the perimeter arterials, landscaped pedestrian walkways within the right-of-way of interior streets, the preservation of existing tree lines, where feasible, and creating a consistency of design for private drives, access points and parking lot layouts.

The Landscape Concept is intended to create an overall theme with specific guidelines. However, alternative approaches may be considered which preserve the intent of the guidelines while proposing modifications to the regulations. All individual landscape plans shall comply with the following policies.

4.4.0 POLICIES:

4.4.1 **Perimeter landscaping** shall preserve or construct, a minimum twenty-four (24) foot wide landscape buffer between the arterial highway and private project improvements, including buildings, walls, parking areas, etc (Exhibit 16).

4.4.2 **Landscape medians,** located in the arterial highways adjacent to the project area, shall be designed and constructed per City of Huntington Beach standards and approvals, and shall be maintained by the City.



Landscaping on Perimeter Streets

Landscape Detail

Exhibit 16

4.4.3 **Private landscape improvements** and adjacent right-of way landscape improvements shall be constructed by individual project developers and maintained by each adjacent/abutting property owner, consistent with the overall landscape theme.

4.4.4 **Private landscape improvements** including those within easement areas shall provide sufficient landscaping to implement the Landscape Concept and shall incorporate a minimum of ten (10) percent of the net project site.

4.4.5 **Buffer areas** shall be provided in transitional edges between abutting Aerospace facility and any nonaerospace new development, if not separated by a public or private street. A minimum buffer area shall be fifty (50) feet in width and shall include landscaping and berming to adequately screen adjacent uses.

4.4.6 **Landscaped buffer areas** shall be maintained by the private development in accord with the project area landscape theme.

4.4.7 **Private project entryways** shall be designed with enhanced landscaping area, textured pavement and be able to accommodate entry monumentation and lighting.

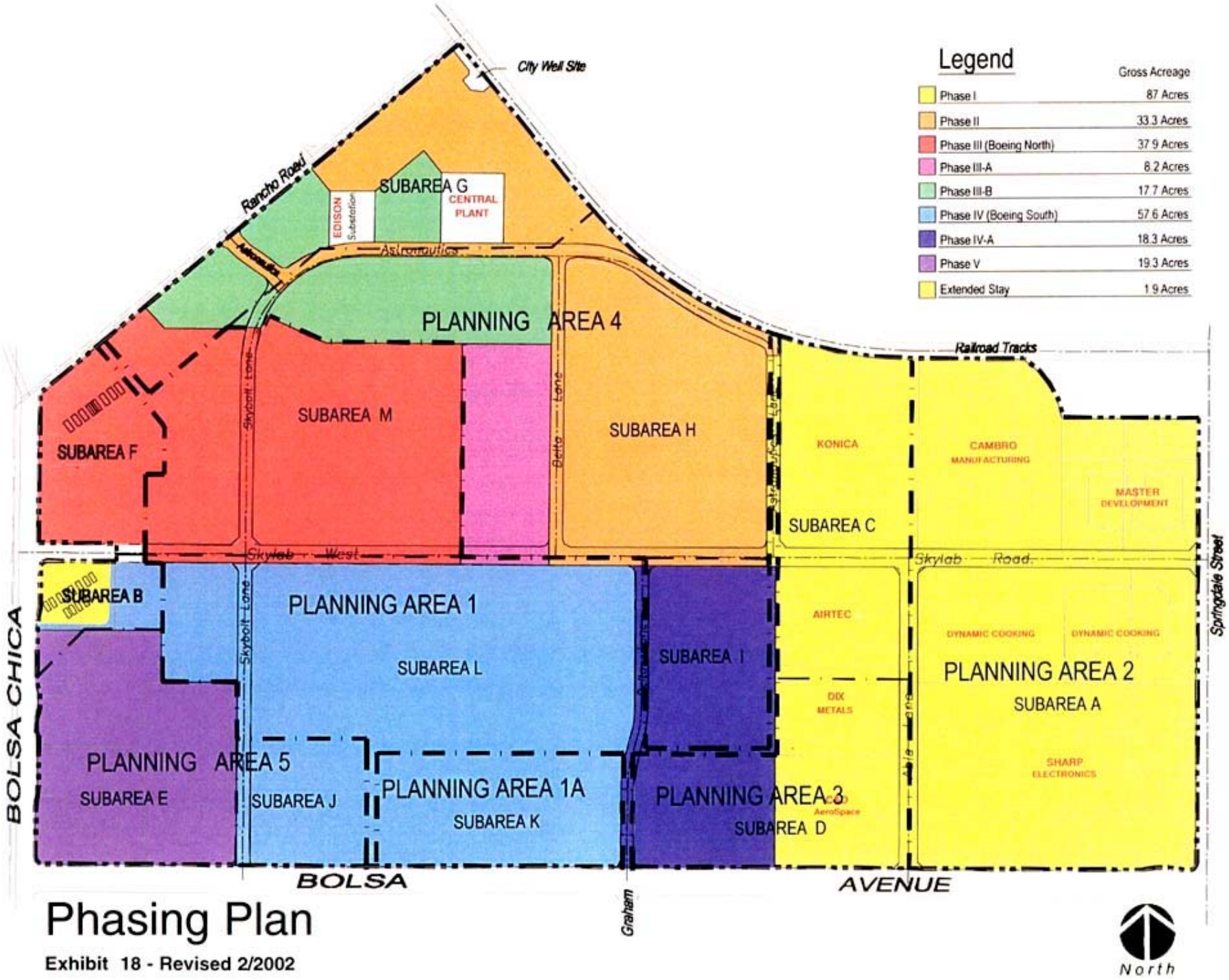
4.4.8 **Slope areas** shall be permanently landscaped with water efficient plant materials, and erosion control methods acceptable to the Director of Public Works.

4.4.9 **Irrigation systems** shall comply with the City's "Water Efficient Landscape Requirements." (Ordinance #14.52).

4.4.10 **Existing healthy trees** (6 inches diameter or larger at breast height as determined by a consulting arborist) removed as part of development projects shall be replaced on a two for one basis with thirty-six (36) inch box trees or an approved equivalent, as determined by the Director of Public Works.

4.4.11 **All landscaping** shall conform with the requirements of Chapter 232 (Landscape Improvements) of the Huntington Beach Zoning and Subdivision Ordinance, the City Arboricultural and Landscape Standards and Specifications and City Standard Plans, in addition to the Specific Plan policies in Section 5.3.0.

Pedestrian Walkway
Exhibit 17



Phasing Plan

Exhibit 18 - Revised 2/2002

4.5 PHASING PLAN

The McDonnell Centre Business Park will be developed in various phases over the next several years. In order to accommodate the anticipated intermittent development patterns, all required circulation, infrastructure and community improvements within each Planning Area of the Specific Plan shall be completed prior to, or simultaneously with, individual projects.

The Specific Plan Planning Areas (1, 1A, 2, 3, 4, & 5) have been further divided into Subareas (A thru M) to reflect the anticipated development pattern and infrastructure improvement phasing. The Phasing Plan presents a schedule of project development based on an incremental installation of infrastructure improvements.

The Phasing Plan recognizes that at the time of Specific Plan adoption, in 1997, the project area was almost forty (40) percent built-out, including the McDonnell Douglas Aerospace Facilities, with an additional ten (10) percent under construction and/or entitled. The first phase for new projects occurred in the eastern portion of the Specific Plan area. The western portion, along Bolsa Chica Street, will develop in later phases, as the market conditions warrant; however there is the potential for a hotel project (Extended Stay) at Bolsa Chica Street and Skylab Road West. The infrastructure phasing schedule has been prepared to provide assurance that adequate public facilities and services will be available for each new project.

The first phase of the infrastructure improvements upgraded the utilities to provide for new projects in Planning Areas 2 and 3. Some of these infrastructure improvements still need to be completed to fully conform to City Water Division requirements and the requirements of the Specific Plan adopted in 1997. For example, even without further development of the McDonnell Center Business Park, City and 1997 Specific Plan requirements would necessitate the completion of the 16" and 12" water pipeline in Rancho Road to connect to the existing 8" water pipeline in Spa Drive. This would provide redundancy to existing developments (including Extended Stay, Boeing Fitness Center, etc.) served from the (relatively) new water pipelines in Bolsa Chica Street and Rancho Road.

Planning Area 4 is anticipated to be the next area (following Planning Areas 2 and 3) for sale and redevelopment by the property owner. Development of Planning Area 4 will trigger the need for the extension of utility lines from the first phase improvements in Areas 2 and 3, as well as Area 5.

In later phases, infrastructure improvements will be extended west along the southern boundary of the project area. This extension of services will facilitate a variety of new development options in Planning Areas 1A and 5. Later phases of development will follow the market trends and build out accordingly.

The maximum permitted floor area for all industrial, office and commercial developments within the Specific Plan Area shall not exceed the General Plan floor area ratio (F.A.R.) of .75. The cumulative square footage of floor area for each of the allowed uses within the Specific Plan have been estimated for each Planning Area; however, these numbers may be modified and transferred as market conditions and/or development concepts dictate. Any modifications and/or adjustment to land use square footage ratios must comply with the "Trip Generation Budget" and other provisions identified in the E.I.R. and City's General Plan.

Infrastructure Improvements

Planning Area	2	5	3	3	5	5	4	4	4	5	1A	1	1
Sub Area	A	B	C	D	E	F	G	H	I	J	K	L	M
Sewer	●					●	●	●	●			●	●
Storm Drain	●					●	●	●	●			●	●
Water	●	●				●	●	●	●			●	●
Street paving	●	●	●	●	●	●	●	●	●	●	●	●	●
Lighting	●	●	●	●	●	●	●	●	●	●	●	●	●
Asphalt Overlay	●	●		●	●	●	●	●	●	●	●	●	●
Traffic Signal	●			●		●	●						

Note: To be implemented through the Parcel Map process.

No additional infrastructure improvements will be required for a continuation of the existing aerospace activities.

Schedule of Improvements

Planning Area	2	5	3	3	5	5	4	4	4	5	1A	1	1
Sub Area	A	B	C	D	E	F	G	H	I	J	K	L	M
1998	100%	60%			50%								
2000			100%	75%		25%	60%	100%					
2005		40%		25%	25%	50%	40%						
2010					25%	25%			100%				
2015										100%	50%		
2020											50%		

Exhibit 19 - Revised 12/2001

Note: No projections have been provided for Planning Areas 1L and 1M, as development of these areas is not proposed.